

LAW OFFICES
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A PROFESSIONAL LIMITED LIABILITY COMPANY

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February 3, 1997

RECORDATION NO. 16159-A FILED 1425
FEB 4 1997 - 9 45 AM

Secretary
Surface Transportation Board
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Recordation, Room 2311

RE: Documents for Recordation
Trinity Industries Leasing Company

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation is the following document:

Two (2) executed originals of Release of Security Interests and Liens, a primary document, dated as of January 16, 1997, between Trinity Industries Leasing Company (the "Company") and Bank One Texas, N.A., as lienholder and successor to MBank Dallas, N.A. (the "Bank").

The enclosed Release of Security Interests and Liens referenced above relates to the Assignment of Leases and Security Agreement dated as of December 29, 1988 between the Company and the Bank, which was filed and recorded under Recordation No. 16159 on or about December 29, 1988.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank is 1717 Main, 3rd Floor, Bank One Center, Dallas, Texas 75201.

The railroad equipment covered by the Release of Security Interests and Liens and is described in Exhibit A attached thereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

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Enclosed is our firm's check in the amount of \$22.00 to cover the recordation fee.

A short summary of the document appears in the index follows:

Primary Document. Release of Security Interests and Liens, a primary document, dated as of January 16, 1997, between the Company and the Bank, as lienholder, and covering Twenty-Four (24) railcars.

Very truly yours,



Richard A. Fogel

RAF:slg
Enclosures

cc: Neil Shoop
John Levin, Esq.

RELEASE OF SECURITY INTERESTS AND LIENS

Pursuant to that certain Partial Release of Security Interests and Liens dated as of December 29, 1988 recorded with the Surface Transportation Board ("STB") under Recordation No. 14884-D, MBANK DALLAS, NATIONAL ASSOCIATION (the "Bank") released and discharged all of its rights, security interests, liens and other interests in and to the twenty-four (24) railroad tank cars described on Exhibit A hereto (the "Subject Cars").

Pursuant to that certain Assignment of Leases and Security Agreement, dated as of December 29, 1988 recorded with the STB under Recordation No. 16159 (the "Assignment of Leases") between Trinity Industries Leasing Company (the "Company") and the Bank, the Company granted to the Bank a security interest in and to the Lease Agreements described in Exhibit B hereto (the "Leases"), insofar as the Leases covered the Subject Cars.

Pursuant to (i) that certain Equipment Trust Agreement dated as of June 24, 1993 recorded with the STB on June 25, 1993 under Recordation No. 18275 (the "Equipment Trust"), (ii) the Assignment dated as of June 24, 1993 recorded with the STB on June 25, 1993 under Recordation No. 18275-A, and (iii) the Bill of Sale dated as of June 24, 1993 recorded with the STB on June 25, 1993 under Recordation No. 18275-B, all between the Company and NationsBank of Texas, N.A., as Trustee, the Company conveyed and assigned to the said Trustee the Subject Cars and the Leases insofar as the Leases covered the Subject Cars.

The Leases, insofar as they covered the Subject Cars, were erroneously assigned to the Trustee of the Equipment Trust without the Bank having released its security interests therein pursuant to the Assignment of Leases, even though the indebtedness secured thereby had been paid in full by the Company.

The undersigned, successor to MBank Dallas, National Association, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, hereby fully releases and discharges any and all of its rights, security interests, liens and other interests in and to the Subject Cars and the Leases, insofar as they relate to the Subject Cars, and all other Collateral, as described in, and arising by virtue of, the Assignment of Leases.

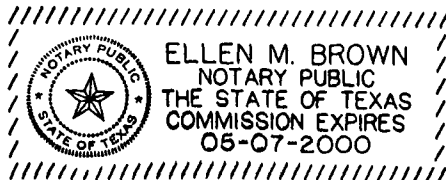
EXECUTED as of this 16th day of ~~December~~ ^{JANUARY}, 1996.

BANK ONE TEXAS, N.A.
(Successor to MBank Dallas,
National Association)

By: Alan L. Miller
Name: ALAN L. MILLER
Title: VICE PRESIDENT

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

This instrument was acknowledged before me on ~~December~~ ^{JANUARY} ~~16th~~ ^{16th} 199~~8~~ ⁷ by Alan L. Miller, Vice President of Bank One Texas, N.A., a national banking association, on behalf of said national banking association.



Ellen M. Brown
Notary Public, State of Texas

Ellen M. Brown
Printed name of Notary Public

EXHIBIT "A"
TO
PARTIAL RELEASE OF
SECURITY INTERESTS AND LIENS

Tank Cars

Reporting Marks

Specifications

RTMX*	2572-	23,500 gallon 111A100W3
RTMX	2573-	Tank Cars except for TIMX
RTMX	2574-	2579, 2580, 2581, 12116
RTMX	2575-	which are 23,500 gallon
RTMX	2576-	111A100W1 Tank Cars
RTMX	2577-	
RTMX	2578-	
RTMX	2579-	
RTMX	2580-	
RTMX	2581-	
RTMX	2582-	
RTMX	2583-	
RTMX	2585-	
RTMX	2586-	
RTMX	2587-	
RTMX	2588-	
RTMX	2589-	
RTMX	2590-	
RTMX	2593-	
RTMX	12113-	
RTMX	12115-	
RTMX	12116-	
RTMX	12117-	
RTMX	12118-	

* All of the car initials comprising the Reporting Marks have been changed to "TIMX".

EXHIBIT "B"

LEASE AGREEMENTS

1. Railroad Car Lease Agreement dated June 19, 1984, between Trinity Industries Leasing Company, a Texas corporation, and Proctor & Gamble Manufacturing Company, an Ohio corporation, covering the following described railroad cars: (Full Rider 4, Partial Rider 5, Partial Rider 2)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
12	23,500 gallon 111A100W3 Tank Cars	TIMX 2572, 2573, 2574, 2588, 2590, 2593, 12115, 2576, 2583, 2587, 12117, 12113

2. Railroad Car Lease Agreement dated February 14, 1985, between Trinity Industries Leasing Company, a Texas corporation, and TEMCO Corporation, an Illinois corporation, covering the following described railroad cars: (Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	23,500 gallon 111A100W3 Tank Cars	TIMX 2575, 2578, 2582, 2585, 2586

3. Railroad Car Lease Agreement dated February 19, 1985, between Trinity Industries Leasing Company, a Texas corporation and Arco Petroleum Products Company, a Division of Atlantic Richfield Company, a Pennsylvania corporation, covering the following described railroad cars: (Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	23,500 gallon 111A100W3 Tank Cars	TIMX 2577, 2589, 12118

4. Railroad Car Lease Agreement dated February 15, 1980, between Trinity Industries Leasing Company, a Texas corporation, and Ashland Oil, Inc., a Kentucky corporation, covering the following described railroad cars: (Partial Rider 8)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	23,500 gallon 111A100W1 Tank Cars	TIMX 2579, 2580, 2581, 12116